

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



哈电集团  
HARBIN ELECTRIC CORPORATION

**哈尔滨电气股份有限公司**

**HARBIN ELECTRIC COMPANY LIMITED**

*(A joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 1133)**

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Harbin Electric Company Limited (the "Company") for the year of 2011 will be held at Conference Room, 17th Floor, Block B, 39 Sandadongli Road, Xiangfang District, Harbin, Heilongjiang Province, the People's Republic of China on Thursday, 17th May, 2012 at 9:00 a.m. for the following purposes:

### **AS ORDINARY BUSINESS**

1. To consider and approve the Report of the Directors for the year ended 31st December, 2011;
2. To consider and approve the Report of the Supervisory Committee for the year ended 31st December, 2011;
3. To consider and approve the audited accounts and the auditor's report for the period from 1st January, 2011 to 31st December, 2011;
4. To declare the 2011 final dividend of RMB0.14 per share (appropriate tax included);
5. To appoint Mr. Bai Shao-tong as a supervisor of the Company.

### **AS SPECIAL BUSINESS**

6. To authorize the Board of Directors of the Company to appoint any person to fill in a casual vacancy in the Board of Directors or as an additional director, his term of office shall expire at the conclusion of the next general meeting of the Company;
7. To authorize the Board of Directors of the Company to appoint auditors and fix their remuneration;
8. To authorize the Board of Directors of the Company, in compliance with applicable laws and regulations and at times they deem appropriate, to place new H shares or new A shares with an aggregate nominal amount of not exceeding twenty percent (20%) of the aggregate nominal amount of the Company's issued shares as at the day of passing this resolution. The authorization will be valid for a period of 12 months commencing

from the day of passing this resolution or remain valid until its revocation or alteration by a special resolution at a general meeting of the Company. In the event of the above resolution to place new shares being approved and implemented, to authorize the Board of Directors of the Company to make necessary revision to clause 15 and clause 16 of the Articles of Association of the Company, so as to reflect the alterations of the Company's share capital structure and registered capital resulting from the new shares placement.

By Order of the Board  
**Liu Zhi-quan**  
*Company Secretary*

Harbin, PRC, 18 March 2012

*Registered Office of the Company:*

Block 3, Nangang High Technology Production Base  
Harbin, Heilongjiang Province  
People's Republic of China

*Office Address of the Company:*

Block B, No 39 Sandadongli Road, Xiangfang District  
Harbin, Heilongjiang Province  
People's Republic of China

*Notes:*

1. For the purpose of determining shareholders' entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from 17th April, 2012 to 16th May, 2012 (both dates inclusive) during which period no transfer of shares will be registered. Shareholders whose names appear on the register before book closure shall be entitled to attend and vote at the Annual General Meeting. Persons buying shares of the Company during the period of book closure shall not be entitled to attend the Annual General Meeting. In order to qualify for attending the Annual General Meeting, all transfers of shares accompanied with the relevant share certificates must be lodged with the Company's Registrar in Hong Kong, namely, Hong Kong Registrars Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on 16th April 2012.
2. Shareholders intending to attend the Annual General Meeting shall give written reply to the Company at its office address by 5:00 p.m. on 26th April 2012.
3. A Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more persons (whether or not a shareholder of the Company) as his proxy to attend and vote on his behalf.
4. To be valid, the form of proxy, together with a notarially certified power of attorney or other document of authority, if any, under which the form is signed, must be deposited at the office address of the Company not less than 24 hours before the time appointed for holding the Annual General Meeting.

5. Brief particulars of Mr. Bai Shao-tong:

Mr. Bai Shao-tong, born in February, 1963, is a graduate of Northeast China Institute of Electric Power holding a bachelor's degree in engineering. He is a senior engineer and a member of the China Communist Party. He was the deputy head and head of the power station department of the Electric Machinery Bureau under the Ministry of Electric Power Industry, manager of the power station equipment department of 中國華電電站裝備工程(集團)總公司 (China Huadian Power Station Equipment Engineering Group Corporation), deputy general manager and general manager of 中國華電電站裝備工程(集團)總公司(China Huadian Power Station Equipment Engineering Group Corporation), and general manager of Jiangsu branch of China Huadian Corporation. Mr. Bai has been a standing committee member appointed by the China Communist Party and a secretary of the disciplinary committee of Harbin Electric Corporation since December 2011.

*As at the date of this announcement, the non-executive directors of the Company are Mr. Gong Jing-kun, Mr. Zou Lei and Mr. Duan Hong-yi; the executive Directors are Mr. Wu Wei-zhang and Mr. Shang Zhong-fu; and the independent non-executive directors are Mr. Sun Chang-ji, Mr. Jia Cheng-bing, Ms. Li He-jun, Mr. Yu Bo and Mr. Liu Deng-qing.*